HONORABLE JAMES L. ROBART

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

AEROTEL, LTD., AEROTEL U.S.A., INC., and AEROTEL U.S.A., LLC, Plaintiffs, v. T-MOBILE USA, INC., Defendant.	Case No.: C 07 - 1957-JLR (PVT)

PLAINTIFFS' REPLY TO COUNTERCLAIMS

Plaintiffs Aerotel, Ltd., Aerotel U.S.A., Inc. and Aerotel U.S.A., LLC (collectively, "Aerotel"), by their undersigned attorneys, reply to the Counterclaims set forth in defendant T-Mobile USA, Inc. ("T-Mobile") Answer, Defenses and Counterclaims as follow:

1. Admits.

2. Admits.

3. Admits.

4. Admits.

OSTRAGER CHONG FLAHERTY & BROITMAN P.C.
570 Lexington Avenue
New York, NY 10022
(212) 681-0600

5. The averments of the first sentence of paragraph 5 state legal conclusions to which no response is required. Aerotel admits that jurisdiction of this Court is proper under 35 U.S.C. § 271, 28 U.S.C. §§ 1331 and 1338. Except as expressly admitted, Aerotel denies every other averment of paragraph 5.

6. Admits.

REPLY TO COUNTERCLAIM I

7. Aerotel repeats and incorporates the assertions set forth in its Complaint in this action and in paragraphs 1 through 6 herein. The allegations contained in paragraphs 1 through 8 of T-Mobile's Defenses and Affirmative Defenses and T-Mobile's responses to the allegations contained in paragraphs 1-15 of the Complaint are averments for which no response is required.

8. Admits.

9. Aerotel admits that it alleges infringement of one or more claims of the '275 Patent by services, products or systems offered by T-Mobile. Except as expressly admitted, Aerotel denies every other averment of paragraph 9.

10. Aerotel denies each of the averments contained in paragraph 10.

11. Aerotel denies each of the averments contained in paragraph 11.

REPLY TO COUNTERCLAIM II

12. Aerotel repeats and incorporates the assertions set forth in its Complaint in this action and in paragraphs 1 through 6 herein. The allegations contained in paragraphs 1 through 8 of T-Mobile's Defenses and Affirmative Defenses and T-Mobile's responses to the allegations contained in paragraphs 1-15 of the Complaint are averments for which no response is required.

OSTRAGER CHONG FLAHERTY & BROITMAN P.C.
570 Lexington Avenue
New York, NY 10022
(212) 681-0600

13. Admits.

14. Aerotel admits that it alleges infringement of one or more claims of the '275 Patent by services, products or systems offered by T-Mobile. Except as expressly admitted, Aerotel denies every other averment of paragraph 14.

15. Aerotel denies each of the averments contained in paragraph 15.

16. Aerotel denies each of the averments contained in paragraph 16.

WHEREFORE, Aerotel prays for judgment:

A. Dismissing T-Mobile's counterclaims;

B. Adjudging that Aerotel is the lawful owner of the '275 Patent, including all rights to recover for past infringement therefore; that the '275 Patent is valid and enforceable; that T-Mobile has infringed and induced infringement of the '275 Patent; and that such infringement and inducement of infringement was willful and deliberate;

C. Awarding Aerotel its damages, together with prejudgment interest and costs as provided by 35 U.S.C. § 284;

D. Trebling the damages awarded, as provided by 35 U.S.C. § 284;

E. Declaring this an exceptional case as provided by 35 U.S.C. § 285;

F. Awarding Aerotel its costs and disbursements in this action, including reasonable attorneys' fees; and

OSTRAGER CHONG FLAHERTY & BROITMAN P.C.
570 Lexington Avenue
New York, NY 10022
(212) 681-0600

G. Awarding Aerotel such other and further relief as Aerotel may be entitled to, and as the Court may deem just and proper.

DATED: February 22, 2008

Steven P. Fricke (State Bar No. 25070)
TOWNSEND AND TOWNSEND
AND CREW LLP
1420 Fifth Avenue, Suite 4400
Seattle, Washington 98101-2325
(206) 623-6793

Robert C. Morgan (*Of Counsel*)
Jeanne C. Curtis (*Of Counsel*)
ROPES & GRAY LLP
1211 Avenue of the Americas
New York, New York 10036-8704
(212) 596-9049

OSTRAGER CHONG FLAHERTY
& BROITMAN P.C.

By: /s/ Roberto L. Gomez
Glenn F. Ostrager (*admitted pro hac vice*)
Dennis M. Flaherty (*admitted pro hac vice*)
Joshua S. Broitman (*admitted pro hac vice*)
Roberto L. Gomez (*admitted pro hac vice*)

570 Lexington Avenue
New York, New York 10022-6894
(212) 681-0600

Attorneys for Aerotel, Ltd., Aerotel U.S.A., Inc. and Aerotel U.S.A., LLC